

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

CAMBRIDGE PLACE INVESTMENT
MANAGEMENT, INC.,

Plaintiff,
v.

MORGAN STANLEY & CO., INC., et
al.,

Defendants.

Civil Action No.: 10-cv-11376-NMG

**NOTICE OF JOINDER IN
REMOVAL**

(Superior Court of the Commonwealth of
Massachusetts for Suffolk County Case
No. 10-2741)

TO: THE CLERK OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT
OF MASSACHUSETTS

1. PLEASE TAKE NOTICE THAT Defendants Credit Suisse Securities
(USA), LLC (“CS Securities”), Credit Suisse First Boston Mortgage Securities Corp. (“CSFB
Mortgage”) and Asset Backed Securities Corporation (“ABSC”) (collectively, “Credit Suisse”)¹,
pursuant to 28 U.S.C. §§ 1441(a) and 1446(a), hereby consent to, join in and adopt as if filed as
their own the Notice of Removal filed by Defendants J.P. Morgan Securities Inc., Bear Stearns
Asset Backed Securities I LLC, Long Beach Securities Corp., SACO I Inc., Structured Asset
Mortgage Investments II, Inc. and Washington Mutual Mortgage Securities Corp. in the United
States District Court for the District of Massachusetts on August 13, 2010 (the “Notice of
Removal”).²

¹ Credit Suisse appears specially for the purpose of removal only, and reserves all
defenses as to jurisdiction, service, or otherwise that may be available in this action.

² The Notice of Removal asserts two grounds for removal: (1) that this action is related
to ongoing bankruptcy proceedings; and (2) that, upon information and belief, removal may also
be proper on the grounds that this Court has original jurisdiction over this matter on the basis of
diversity jurisdiction. Credit Suisse consents to, joins in and adopts both grounds for removal.

2. As additional and independent grounds for removal to those set forth in the Notice of Removal, Credit Suisse states as follows:

3. The allegations against Credit Suisse in this action (the “CS allegations”) arise in part in connection with the following mortgage-backed securities, each of which was securitized by a bankrupt depositor and/or is collateralized by mortgages originated by one or more bankrupt entities.

Mortgage-Backed Security	Bankrupt Depositor	Bankrupt Originator(s)	Total Value of Mortgage-Backed Security	Removing Defendant(s) Named by Plaintiff
AABST 2005-4	Aegis Asset Backed Securities Corp.	Aegis Funding Corp.; Aegis Lending Corp.	\$14,416,310	CS Securities
ABSHE 2005-HE1		New Century Mortgage Corp.	\$4,513,000	CS Securities; ABS
ABSHE 2005-HE4		New Century Mortgage Corp.	\$8,046,700	CS Securities; ABS
FHLT 2005-A	Fremont Mortgage Securities Corp.	Fremont Investment & Loan	\$8,000,000	CS Securities
FMIC 2007-1		Fieldstone Mortgage Co.; American Home Mortgage Corp.	\$9,750,000	CS Securities
HEAT 2006-4		Aames Capital Corp.; Aegis Mortgage Corp.	\$16,761,283	CS Securities; CSFB Mortgage

4. As the depositor of the securities at issue in the CS allegations and/or the originator of the collateral loans at issue in the CS allegations, the following entities made representations regarding the mortgage loans, as well as the underwriting guidelines used in originating those loans: Aegis Mortgage Corporation; Aegis Asset Backed Securities Corporation; Aegis Funding Corporation; Aegis Lending Corporation; New Century Mortgage

Corporation; Fremont Mortgage Securities Corporation; Fremont Investment & Loan; Fieldstone Mortgage Company; American Home Mortgage Corporation; and Aames Capital Corporation.

5. On August 13, 2007, Aegis Mortgage Corporation, the parent company of Aegis Asset Backed Securities Corporation, Aegis Funding Corporation and Aegis Lending Corporation, filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, In re Aegis Mortgage Corporation, Case No. 07-11119, et seq. On that date, Aegis Lending Corporation and Aegis Funding Corporation also filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware. See In re Aegis Lending Corporation, Case No. 07-11121, et seq. (the “Aegis Lending Bankruptcy”), In re Aegis Funding Corporation, Case No. 07-11122, et seq. (the “Aegis Funding Bankruptcy”).

6. On April 2, 2007, New Century Mortgage Corporation filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, In re New Century Mortgage Corporation, Case No. 07-10419, et seq.

7. On June 18, 2008, Fremont General Corporation, the parent company of Fremont Mortgage Securities Corporation and Fremont Investment & Loan, filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Central District of California, In re Fremont General Corporation, Case No. 08-13421, et seq.

8. On November 23, 2007, Fieldstone Mortgage Company filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the United

States Bankruptcy Court for the District of Maryland, In re Fieldstone Mortgage Company, Case No. 07-21814, et seq.

9. On August 6, 2007, American Home Mortgage Corporation filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, In re American Home Mortgage Corporation, Case No. 07-11051, et seq.

10. On May 1, 2009, Accredited Home Lenders Holding Co., the parent company of Aames Capital Corporation, filed a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware, In re Accredited Home Lenders Holding Co., et al., Case No. 09-11516, et seq.

11. Pursuant to written agreements containing indemnification provisions for the benefit of Credit Suisse, and pursuant to statutory and common law, the entities identified in ¶ 4 owe Credit Suisse indemnification and/or contribution in the event that a judgment is entered against Credit Suisse in this action.

12. “[A] civil proceeding is related to a bankruptcy [where] the outcome of that proceeding could conceivably have any effect on the estate being administered in bankruptcy.” Garcia-Quintero v. Commonwealth of Puerto Rico, No. Civ. 96-1770, 1997 WL 157744, at *2 (1st Cir. Mar. 11, 1997) (quoting In re GSF Corp., 938 F.2d 1467, 1475 (1st Cir. 1991)). See also In re Boston Regional Med. Ctr., Inc., 410 F.3d 100, 105 (1st Cir. 2005).

13. This action is related to the bankruptcies listed in ¶¶ 5-10 because of the indemnity obligations described in ¶ 11. Such obligations could affect the property of the debtors, and thus give rise to “related to” jurisdiction under 28 U.S.C. § 1334(b).

14. Accordingly, in addition to and independently of the grounds for removal set forth in the Notice of Removal, this action may be removed to this Court by Credit Suisse pursuant to 28 U.S.C. § 1452(a).

DATED: August 13, 2010

GOODWIN PROCTER LLP

/s/ Stephen D. Poss

Stephen D. Poss (BBO #551670)
Exchange Place
53 State Street
Boston, MA 02109
Tel: (617) 570-1000
Fax: (617) 523-1231
sposs@goodwinprocter.com

Of Counsel:

Richard W. Clary
Michael T. Reynolds
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 8th Avenue
New York, NY 10019
Tel: (212) 474-1000
Fax: (212) 474-3700

Attorneys for Defendants Credit Suisse
Securities (USA) LLC, Credit Suisse First
Boston Mortgage Securities Corp. and Asset
Backed Securities Corporation

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on August 13, 2010.

/s/ Stephen D. Poss
Stephen D. Poss (BBO# 551760)